

HM #29 "Out of the Past"
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THIRD+RECORD+FINAL DRAFT 11/26/02

EXT. HILLS, NEAR plains of perpetua - day

VARIOUS SHOTS - They sword fight. Twirling moves <<Crouching Tiger style-- balletic>>>-- CLANKS and clashes of swords!

HE-MAN gets SKELETOR in a clinch, faces close together - and is pushing him back.

SKEL suddenly spins....and He-Man is sent sprawling back.

HE-MAN uses his momentum to go into backwards somersault -- hits a boulder with his legs & springs back at Skel --

SKELETOR - stands his ground & as He-Man flies in, deftly half-turns, parrying He-Man's attack "jiu jitsu-like" with his sword...sending He-Man flying...

HE-MAN crashes into a tall sandstone-like rock formation -- which crumbles down around him -- burying him in stone.

SKEL looks on delighted, when suddenly...HE-MAN bursts out of the stone rubble -- sandstone debris flying like a concussion blast, sending Skel flying backwards off the rise.

GROUND LEVEL - SKELETOR lands hard -- his face to the dirt ...near a tall thin rock formation.

HE-MAN leaps down to the ground, landing maybe 20 yards from Skeletor, starts heading for him.

SKELETOR - desperate, looks, sees the rock formation a foot away --uses his sword & starts slicing the tall thin rock formation at the base -- sending chunks of stone flying as he whittles the rock tower down. (like a chef slicing a carrot)

INTERCUT - HE-MAN ducking & dodging incoming rock chunks & -- uses his sword to bat a few away -- then uses his shield to send one rock chunk HURTLING back at CAMERA.

ON SKELETOR - he's up now -- as the rock chunk flies in and knocks his sword away -- taking him by surprise.

ON HE-MAN - coming at Skeletor again, sword poised.

SKELETOR - stands there...feigns helpless.

5. Skeletor
(feigning defeat) Alright, He-
Man...I know when I'm beaten.

HE-MAN comes towards Skeletor cautiously...when BATTLECAT roars down a warning from the rise. ROAR!

HE-MAN reacts to BATTLECAT'S warning...spins around... But too late...

THE RAM CHARIOT - is coming racing at him and WHOMPS at CAMERA (HE-MAN!) SMOKE from the Ram Chariot fills frame.

HE-MAN smashes into the wall of the rocky hill-- imbedded in the impact crater -- leaving him dazed for a second!

HE-MAN wrests himself free of the wall and lands to see, Skeletor racing off in the Ram Chariot.

6. Skeletor

(coy) I do hope you don't bruise easily, He-Man. <cackling>

WHIPLASH & TRAPJAW see this & run after Skel's departing chariot. A Griffin swoops down, they leap on & fly off.

ON HE-MAN - as BATTLECAT runs in to join him. He-Man leaps aboard - as TEELA and SYCLONE race in.

7. He-man

(hurried) I'll catch up with the convoy and see that they get back to the palace safely.

SYCLONE & TEELA nod. BATTLECAT rears up & HE-MAN races off.

EXT. SKY and HILLY Countryside - SOON

PUSH THRU low hanging clouds to lush, rolling hills & fertile valleys. MIST clings to ground below. <<ala more magical version of rolling misty Irish countryside>> TEELA & SYCLONE, flying in their Sky Sleds come WHOOSHING PAST camera.

CLOSER - TEELA and SYCLONE - flying.

8. TEELA

My father was right. He predicted Skeletor would ambush the Council Members.

9. Syclone

(nods sagely) "To defeat an enemy, one must think as he does."

TEELA gets a strange look. CLOSER - she looks off, gazing at the terrain, as if having a PREMONITION or a MEMORY. She gazes over in a certain direction: where low hanging clouds hover around a hill and mist covers the lower terrain.

TEELA POV - as if it were a vision -- AN IMAGE OF A VILLAGE nestled in a valley appears to her -- like a hologram.

10. Syclone

What is it, Teela?

TEELA looks at him, then looks off again. This time sees nothing but the mist & hills. Puzzled. What was that?

11. TEELA

Oh, uh...nothing. I'll meet you back at the palace.

TEELA (her expression tells us that curiosity & mystery have gotten the best of her) WHOOSHES off into misty clouds....
HOLD ON SYCLONE - a puzzled look..

CUT TO: A LOW HANGING CLOUD - Teela zooms out of the cloud on her Skysled -- coming at camera & then looks off to the side to see: THICK MIST PARTS -- revealing a VILLAGE in the VALLEY just as she saw it in her "vision."

BACK ON TEELA - surprised, not looking where she's going, and even if she did, it's so misty...

12. Teela

It's as if I knew that village was
th-

TEELA's SKY SLED plows into a rocky plateau..CRASH! She gets thrown free and plummets--

CAMERA FOLLOWS HER DOWN....as she lands hard at the bottom of a green hill -- the grass dulling the impact somewhat -- her COMM UNIT flying off of her in the process --

13. TEELA

<impact GRUNT>

PUSH IN TEELA - lying there unconscious, as she has a DREAM.
DISSOLVE TO: TEELA'S DREAM - SURREAL, SWIRLY - a FEMALE figure <<see later reference to young Sorceress in script>>> lifting a WOODEN STAFF to the sky, as it FIRES OFF BLASTS...

ANGLE - a few SMALL FIGURES scurry out from behind mist-shrouded trees.

LOW ANGLE - TEELA lying there, as the LEGS of the SMALL FIGURES scurry into shot & surround her. <<We don't yet know if they are dangerous, but should play as if they MIGHT BE.>>

BIRD'S-EYE VIEW - DOWN THRU THRU THE MIST -- TEELA being hoisted and carried by these pint-sized "people".

Ext. SNAKE MTN - same time

PUSHING IN towards the evil stronghold of Skeletor.

Int. Snake mountain, CORRIDOR AND VAST CHAMBER - cont.

TRAPJAW and EVIL-LYN are heading up a ramp-like corridor ...into a cool new spooky section of Snake Mountain. As they reach the top of ramp, TJ's arm rotates and extrudes a claw device, which he uses to pull open a huge Gothic door.

14. Trapjaw

So big deal, the Kulatak convoy got away. Weren't even carrying any Eternium we could steal.

THE DOOR opens into a vast chamber. All dark and misty, creepy, bony skeleton-like figures line the walls.

15. Evil-lyn

They're members of the Eternian Council. Which Skeletor, in his wisdom, seeks to destroy.

MIST PARTS TO REVEAL - SKELETOR standing there, in the vast chamber, mist all around.

16. Skeletor

Precisely. Randor seeks to use the Council to widen his power base. Well, two can play at that game.

As SKEL speaks, BEASTMAN and TRIKLOPS enter scene as well.

17. Skeletor

I too shall widen my domain -- by conquering villages and cities throughout the land! Behold!

Ext./INT. SHAMAN'S HUT, PELEEZEA - same time

CLOSE ON TEELA - as she stirs, waking up. Looks around. ADJUST TO HER POV, PAN - the empty hut. Then a SHADOW ON THE WALL - very Hitchcock-like & ominous -- someone brandishing a large staff, moving closer like he's gonna strike her!

TEELA leaps up out of bed, gets into defensive position. She's weak and wobbly.

REVEAL the SHAMAN - holding a WEATHERED WOODEN STAFF. Not looking to strike her, he smiles, offers it to her. A gift.

TEELA puzzled -- takes the weathered staff.

35. Shaman

We have not forgotten. Just as you
have not. You have returned.

TEELA looks over the staff. Puzzled. Looks up, sees VILLAGERS
standing at the doorway, some smile, some look on in awe.

36. TEELa

I know a took a blow to the head...
but, uh...I've never seen any of you
before.

VILLAGERS & SHAMAN chuckle affectionately & compassionately.

37. SHAMAN

You are still shaken from your
injury. Come. Refresh your memory.

SHAMAN indicates to her to follow. He heads out of the hut.
TEELA - looking very puzzled by all this, follows.

INT. SNAKE MT. - same time

SKELETOR - looks over his hover globe, musing over the
various areas. GOOPY MINIONS stand beside him obediently.

31. SkeLETOR

Now who shall be the lucky recipient
of my first attack?

SKELETOR looks up, catching a whiff of something, a second
before STINKOR enters & points to a spot on the hover globe.

32. STINKOR

How about here? My home village of
Peleezee. (bitter) They got it
coming.

SKELETOR smiles.

33. Skeletor

Peleezee. (magnanimous) Why not?

STINKOR comes in closer to Skel all buddy-like and smiles,
pleased. Skel catches a whiff & makes a face. Grossed out,
but working hard to maintain an imperious demeanor, he says:

34. SKELETOR

Now, back downstairs, Stinkor.
Quickly.

EXT. BASE OF CLIFF - soon

SHAMAN enters shot, beside a base of a cliff. He points.
REVEAL - BAS RELIEFS carved into the wall.

38. Shaman

The Wall of Remembrance. It is here
that we record the great moments of
our history.

PUSH IN ON A CARVING - it shows a YOUNG WOMAN who looks much
like TEELA. (but is actually a Younger Sorceress, in civilian
clothes) She's brandishing the wooden staff & aiming it
upwards -- a blast of energy shoots up off the staff.

CLOSE ON TEELA- half-remembering her dream after the injury.

39. Teela

(to self) I...dreamed this.(aloud,
re: carving) You think this is me?

SHAMAN smiles. Not a doubt in his mind.

TEELA looks at the carving again and shrugs.

40. Teela

Well, okay I admit it looks...*kind*
of like me. (arches an eyebrow) How
old is this carving?

SHAMAN thinks, looks at his fingers, counting.

41. Shaman

17 seasons of the field.

TEELA shrugs, figuring this puts the matter to rest.

42. Teela

Well, there you go. I wasn't even
born. I'm only 16.

SHAMAN doesn't bat an eyelash, just chuckles knowingly.

43. Shaman

<chuckle> A Sorceress can appear as
any age she pleases.

CLOSE ON TEELA - frustrated.

44. TEELA

Well, trust me, I'm no Sorceress.

INT. Grayskull - same time

MATCHING ON SORCERESS - on her throne, sensing something. She sends out a telepathic message.

45. Sorceress

Man At Arms...come to Grayskull. At once.

END ACT ONE

Act two

EXT. GRAYSKULL - soon

PUSHING IN, as we hear:

46. Sorceress (os)

What I am about to recount, no mortal has ever been told.

Int. Grayskull - SOON

FAVOR SORCERESS - talking to MAA. PUSH IN ON SORCERESS as she recounts her tale, and we...DISSOLVE TO:

47. Sorceress

It was many years ago...

INT. GRAYSKULL- FLASHBACK

A YOUNGER SORCERESS (same age as in "Ties That Bind" flashback) -- walks thru the corridors of Grayskull -- a solitary figure in a vast castle -- she's looking very alone.

48. SORCERESS (VO)

The isolation of these walls had become too much for me to bear. I longed to walk amongst eternians, to hear the laughter of children...

CUT TO: CRYSTAL CHAMBER - SORCERESS looking down at the CRYSTAL ORB. Then she turns away and WALKS PAST Camera.

49. Sorceress(VO)

Skeletor's evil had not yet infected the land -- the Power of the Elders was secure within the Crystal Chamber...

EXT. GRAYSKULL - (FLASHBACK) - cont.

We see ZOAR fly out of the Castle and PAST CAMERA...

Ext. OUTSKIRTS OF VILLAGE of pelLeezee - (FLASHBACK) soon

ZOAR - flies in & lands on a green plateau...CLOSER--Zoar transforms into the SORCERESS & then TRANSFORMS again into the Sorceress in CIVILIAN CLOTHES. (no wings, no helmet) She walks out of frame.

CUT TO: SORCERESS stops and looks to see: the OUTSKIRTS OF THE VILLAGE.

50. Sorceress(VO)

I came upon a peaceful village.

2 CHILDREN laughing run past, and when they see her, they wave. SORCERESS smiles at them and walks into the village.

EXT. VILLAGE (FLASHBACK) - SOON

OTS SORCERESS -- walks thru the village, GAINING ON A HUT. ADJUST TO OPEN WINDOW OF HUT - where a VILLAGER GRANDMOTHER is COOLING A PIE on the window sill. She looks out and smiles, gestures for the Sorceress to come inside.

51. Sorceress(VO)

The villagers were welcoming and generous, offering me food to eat and a place to sleep.

EXT. FIELD LEADING DOWN TO LAKE (FLASHBACK) - day

SORCERESS walks along a field with flowery bushes...plucking a flower as she walks, PASSING a SHEPHERD & a SMALL FLOCK OF ETERNIAN SHEEP. <<NOTE: Shepherd carries a wooden staff.>> He nods & smiles.

52. Sorceress (vo)

There were simple pleasures to be
had.

CLOSER - SORCERESS -looks contented, heading for a little
path down to a lake.

Ext. LAKE (FLASHBACK) - soon

SORCERESS stands upon the shady bank, idly tossing flower
petals into the water.

53. Sorceress (VO)

For the first time in as long as I
could remember, I felt...at peace.

REFLECTION - HER FACE in the water, she smiles peacefully.
Suddenly A BLAST is heard from OS. Her smile fades.

SORCERESS - looks off towards a rolling hill -- where we see:

A WARLORD, named PRAHVUS (from the Latin for corrupt) - flies
over the hill, flanked by 2 henchmen, all on flying vehicles.
They fire flame-shooting weapons towards the village.
<<THINK: barbarian/pirate types -- perhaps furry vest, viking
type head gear>

54. Sorceress (VO)

But the peace was shattered when an
evil Warlord by the name of Prahvus
attacked the village.

EXT. Village - (FLASHBACK) same time

VILLAGERS run towards a hut -- but A BLAST flies in from
overhead and the hut explodes. <<It's full of weaponry.>>
The VILLAGERS draw back and flee from the exploding hut.

55. Sorceress (VO)

The Villagers tried to defend
themselves, but a young boy had
informed the warlord of where the
weapons were kept.

ON PRAHVUS hovering over the village in his vehicle, as YOUNG
ODIPHUS stands on a tall boulder or wall, calling out to him:

56. Odiphus

See that? Easy target, just like
Odiphus told ya. Odiphus is a big
help. Can Odiphus join up?

THE WARLORD smirks & swoops away, firing more blasts OS.

EXT. FIELD LEADING DOWN TO THE LAKE (FLASHBACK) - DAY

THE SORCERESS races up the lane from the lake -- just as a BLAST hits the field, and the SMALL FLOCK runs off.

SORCERESS looks up at the sky, hurries over to the freaked, distraught SHEPHERD. She reaches out, asking for his staff.

THE SHEPHERD - puzzled and freaked, nods and quickly hands her the staff. She runs OS with the staff.

CUT TO: CENTER OF VILLAGE - as it's being blasted from above by the flying Warlord and his henchmen. VILLAGERS run past a HUT as it gets blasted to nothing.

SORCERESS - stands there now, unflinching as BLASTS come in all around her. She holds out the STAFF.

57. SORCERESS (VO)

Though much of my power had been
left behind in Grayskull, I summoned
what power I could.

CLOSER - THE STAFF gets imbued with glowing energy. SORCERESS aims the Staff upward and FIRES. As she does, she TRANSFORMS for a second to the SORCERESS in full GEAR.

ANGLE UP - PRAHVUS & his HENCHMEN are surprised as they're blasted by the Sorceress's makeshift staff. They swoop off and circle back.

ANGLE UP - PRAHVUS & HENCHMEN swooping down & return fire.

SORCERESS - volleys the blasts away with her staff.

THE SHAMAN -- (17 years younger than we saw him with Teela, but wearing the same garb>>) huddled in the doorway of his hut <<same hut as before>>, looks out wide-eyed.

SORCERESS levitates straight up into the air, till she's hovering in front of the hovering PRAHVUS.

PRAHVUS'S eyes go wide. SORCERESS rips his weapon away.

ANGLE- THE 2 HENCHMEN - fly in at the hovering Sorceress from opposite sides.

SORCERESS pivots mid-air, emits MAGIC BLASTS with her staff - one, two. The vehicles CARROM OFF as if hitting a forcefield.

HIGH ANGLE - PRAHVUS and his HENCHMEN fly off, freaked by the power of the Sorceress.

58. Sorceress (VO)

Fortunately, it was enough.

CUT TO: SORCERESS descends back to the ground. VILLAGERS rush in around and thank her. The SHAMAN too, nods and smiles.

59. Villagers
<Ad lib thank you WALLAS>

A VILLAGER drags a squirmy scowling ODIPHUS to the Shaman.

60. Shaman
(stern) Young Odiphus, you will be
punished for your treacherous
behavior.

EXT VILLAGE (FLASHBACK) - SOON

SORCERESS walks past the cliff, where a CARVER is chiseling the image of her brandishing the staff, into the Wall of Remembrance. (the carving that Teela was shown earlier.) .

61. Sorceress (VO)
Again, peace came to the village.
But beyond its borders, Prahvus had
joined with other warlords...

INT. GRAYSKULL - BACK TO PRESENT

SORCERESS recounting her story to MAA.

62. Sorceress
...terrorizing other villages
throughout the land.

MAA nods thoughtfully, recalling a dark chapter in history.

63. Man at arms
Yes, the Great Unrest. A time we
remember all too well.

SORCERESS - nods. Then, a wistful look crosses her face. She takes a few steps away. CAMERA FOLLOWS. She's wrapped up in memories. Finally she speaks again.

64. Sorceress
It was soon after, that a wounded
soldier was brought to the village.

DissoLVE TO:

Ext. VILLAGE (FLASHBACK)- day

VILLAGERS surround a stretcher that they're carrying. We catch just a vague sight of a WOUNDED SOLDIER who's in it.

INT. HUT (FLASHBACK) - LATER

CLOSE ON SOLDIER - he's stripped to the waist, and under the covers. He has BANDAGES all around his head. A HAND reaches in and dabs his bare forehead with a cloth.

65. SorcerEss (VO)

Due to his injury, he could remember nothing, not even his own name. While the Villagers went about their daily chores, I nursed him back to health.

OTS SORCERESS - she holds out a drink in a cup -- tilting it into the soldier's mouth.

66. Sorceress (VO)

Never had I felt so...human...so needed.

REVERSE ON SORCERESS - A beatific look in her face.

Ext. LAKE (FLASHBACK) - SOON

OTS SOLDIER - limping on a crutch, his head still swathed in bandages. SORCERESS walks beside him. Suddenly his leg buckles, due to his weakness from his wound.

SORCERESS grabs him under the arm & helps him straighten up.

THE SOLDIER'S reaches for the Sorceress's steadying hand. He touches it gently. HER HAND - takes the soldier's hand.

CLOSE ON SORCERESS - she smiles.

67. SORCEReSS (VO)

Affection and caring turned to love. And then...

EXT. LAKE (FLASHBACK) -

OTS SOLDIER & SORCERESS - walk along the banks of the lake past happy village well wishers. (the soldier's head no longer has bandages on it, though he still has a crutch. His back is to CAMERA and there's shade and shadows.) A CHILD HURLS PETALS of flowers into the air, as the couple walks.

PETALS of FLOWERS - hit the lake and drift.

INT. GRAYSKULL - (BACK TO PRESENT)

ON SORCERESS - looking down, with bittersweet remembrance.

ON MAA - surprised, but with empathetic warmth, says:

68. Man at arms
You've never spoken of...

SORCERESS cuts him off, lost in her memories...

69. Sorceress
--my husband? (pause) It is ironic
to reflect upon: He, unable to
remember his past, and I, trying to
forget my own.

SORCERESS - meets MAA's eyes, holds his gaze for a second,
then breaks it, shakes her head sadly and ruefully.

70. Sorceress
(rueful) Would that it were that
easy...(then, looking off, urgent,
concerned) This very day the past
reaches out, seeking to ensnare one
that I love.

MAA looks at her.

71. Man AT ArMS
I...don't understand.

72. SORCERESS
It is in that same village, known as
Peleezeeea, that Teela can be found.

73. Man at arms
(urgency) Is she in danger?

SORCERESS walks past MAA - so that his back is to her.

74. Sorceress
The greatest danger is that she may
discover that which she must not
know.

MAA turns and looks, but the SORCERESS has disappeared. HOLD
ON MAA - puzzled for a moment, and then...he hurries OS...

HOLD ON SHOT - SORCERESS reappears -- a sad look on her face.

EXT. VILLAGE - same time

MATCHING: TEELA walks along the banks of the lake -- similar
to how the Sorceress did in flashback. Looks around, as if
this place is somehow familiar... She stops and looks down.

OTS TEELA - looking down at her reflection in the water.

PUSH IN ON TEELA'S REFLECTION - her reflection for a MOMENT

MORPHS into that of the Younger Sorceress.

TEELA reacts -- cocks her head, taken aback. She looks again. Her reflection is back to "normal."

TEELA shrugs it off and keeps on walking, rubs her head.

75. Teela

(dismissing it) Whoa. Guess I took a nastier spill than I thought.

TEELA - reacts to the sound of FLUTTERING WINGS. She looks up into the sky. She sees: Nothing there.

CLOSE ON TEELA - a shudder goes thru her. She's had enough.

76. TeeLA

(spooked) O-kay. (then, resolute)
I'm out of here.

EXT. VILLAGE - soon

TEELA moves purposefully thru the village, towards her Sky Sled, which sits there, banged up, but in one piece.

A WOMAN comes to her, plaintively offering food on a platter.

TEELA climbs into her vehicle. A FEW VILLAGERS draw nearer, look on forlornly. CLOSER - TEELA tries to engage the engine. THE VEHICLE won't start up.

THE SHAMAN - peeks out from his hut at TEELA.

TEELA looks over -- the SHAMAN ducks into his hut.

ON TEELA - a weird feeling coming over. THE VILLAGERS come closer. On her spooked, suspicious expression, we...

End act two

Act three

Ext. eternian PALACE BARN - DAY

PUSHING IN:

INT. PALACE BARN - cont.

LOW ANGLE - ADAM is napping in the barn. MAA's legs enter scene. CRINGER, beside ADAM, opens an eye and nudges Adam, who looks up with sleepy eyes, as we hear:

78. Man at arms (OS)
(urgent) A friend of ours is needed.

ADAM quickly shakes off his sleep, jumps up and raises his sword, TRANSFORMING TO HE-MAN.

79. Adam/He-MAN
By the power of Grayskull/I have the
power!

INT. SHAMAN'S HUT - same time

THE SHAMAN is mixing herbs in a bowl. Hears someone entering, looks to see:

TEELA enters, looking here & there. SHAMAN forces a smile.

80. Shaman
I was just mixing some--

TEELA sees something -- crosses to some cloth draped over a bulky object. Whips the cloth off to REVEAL a PIECE OF ENGINE from her Sky Sled. (the equivalent of a distributor cap)

81. Teela
You stole this from my vehicle. Why?

THE SHAMAN - shrugs at her, helplessly -- a bit embarrassed.

82. Shaman
So you would stay. To protect us
from evil, as in the past.

TEELA angrily takes back the vehicle part.

83. TEELA
Well, there's no "evil" here that I
can see. (frowns) Unless you count
theft of vehicle parts.

Suddenly, a BLAST - is heard from OS. They both REACT. SHAMAN gets a grave look, gazes at her as if to say "I told you so." Offers the weathered staff he tried to give her earlier.

TEELA whips her belt buckle off -- pulling out her Cobra Staff, as she turns and rushes out.

84. Teela

Thanks, but I've got my own.

Ext. HUT - cont.

TEELA races out past frightened VILLAGERS.

EXT. EDGE OF VILLAGE - CONT.

TEELA rushes into shot at the edge of the Village -- near a POTTERY MAKING HUT, where a BLAST shoots down from overhead. Hears a familiar cackle, as she looks up, to see:

SKELETOR flying over head on a vehicle (or a Griffin)

TEELA - gets her game face on, stands under the hovering vehicle, spins her Cobra Staff.

86. Teela

If it's a battle you want Skeletor-

87. SKELETOR

Oh, I wouldn't waste my talents on the likes of you. But *they* will...

SKELETOR points. TEELA looks where he's pointing & sees:

A TRIO OF GOOPY MINIONS - emerge from behind some rocks or trees... (or from around a hut.)

A MINION raises its palm and GREEN GOOP shoots out.

TEELA gets knocked backwards in the gut, hits wall of a hut - - some green goop sticking to her.

ANGLE - SKELETOR flies off, cackling.

88. SKELETOR

<cackling>

TEELA rips free of the wall and the green goop, a piece of her costume ripping off in the process. She does a leaping attack thru the air, her Cobra Staff raised to strike....

TEELA - comes down hard with her staff on the Minion's shoulder, but instead of it having any effect, the staff gets

imbedded in the goopy shoulder, like in quick-drying cement.

ANGLE - As TEELA struggles to extricate her staff, ANOTHER MINION comes charging in from the side...

TEELA sees this, uses her imbedded staff like a gymnast to swing/leap clear. The charging MINION's momentum keeps him going...and he crashes into a shelf outside the pottery making hut -- pottery smashing as the Minion lands, face down on the broken pottery SHARDS.

TEELA lands, just as...

THE FALLEN MINION gets up -- its entire torso has pottery shards imbedded in it. It stoically looks down at the shards, raises its head. SHARDS fire out like projectiles.

TEELA - darts the incoming projectiles....grabs the lid of A BASKET as a shield...backing up all the while...and TRIPS...

TEELA lands where the fallen MINION had landed, and left some green goop on the ground.....

TWO MINIONS come at her...TEELA tries to roll away, then REACTS ALARMED TO DISCOVER -- her long ponytail is caught in some fallen goop on the ground!

TEELA tugs at her ponytail, struggling to get free -- the TWO MINIONS coming at her!

MINIONS close in ominously, swords raised. Could be curtains!

ON TEELA - Suddenly, a SWORD comes flying in & SLICES Teela's ponytail off...so she can roll free -- the MINIONS temporarily confused.

REVEAL HE-MAN on BATTELCAT - leaps off & grabs his sword off the ground. TEELA rushes over to where he is.

89. He-man
(re: her ponytail) Sorry about-

TEELA feeling her shorn ponytail, shrugs it off. This is no girly girl.

90. Teela
Forget it. I needed a trim anyway.

TWO MINIONS charge at He-Man...from different directions...as WE ANGLE TO REVEAL - MAA flying in on a SKY SLED, his ARM CANNON -- aimed...and he FIRES.

A MINION -the blast is absorbed by the goopy minion's goop.

At same time, HE-MAN spins and WHACKS a Minion with his sword -- cleaving the MINION vertically into two clean halves!

HE-MAN reacts surprised, as the TWO HALVES rejoin in a flash, like two halves of magnet.

A MINION comes at TEELA -- as she backs up, hurling fallen URNS and POTS at it to fend it off.

THE POTTERY sticks to the Minion (like burrs on a horse) -- even as the MINION keeps coming. MAA swoops in & fires...

THE MINION gets blasted, but the blasts seem to only irritate it. The Minion turns and fires GREEN GOOP up at MAA.

HIGH ANGLE - MAA gets splatted by GREEN GOOP -- which covers his helmet, so he can't see. He grabs at his eyes, his vehicle veering off out of control.

HE-MAN - facing down all 3 Minions - strikes the ground with his SWORD. A CREVICE opens and the 3 Minions fall in.

TEELA sees her dad's vehicle, flying out of control, in danger of crashing.

91. Teela

He-Man, my father...!

He-MAN sees the danger, races off...

ANGLE - MAA's vehicle out of control, about to crash...HE-MAN races in catches it.

MAA - climbs out, managing to pull the goop free of his eyes. TEELA rushes over. MAA looks around.

92. Man at arms

Our sticky "friends"...

HE-MAN indicates the crevice, smiles, shrugs.

93. He-man

Couldn't stick around.

TEELA gets a troubled look, as WE ADJUST TO INCLUDE THE CREVICE - we hear a gloopy sound, and see the first Minion's hand starting to reach out from the crevice.

94. TEELA

Uh...

HE-MAN sees this, then quickly looks around, spots something.

Picks up a fallen POTTERY URN.

95. He-man
Man At Arms...

He-Man throws it down, it smashes. MAA observes, nods thoughtfully. <<In b.g. the 3 Minions are starting to crawl from the crevice...all close together.>>

96. TeeLA
Am...I missing something?

HE-MAN hurriedly explains, indicates a potter's wheel outside the pottery hut, with a half-formed clay pot on it.

97. HE-MAN
Pottery is made from clay. A soft material. But when fired, it becomes hard.

98. Man at arMs
And brittle.

THE 3 MINIONS have climbed out, but are stuck together by their goop. Start pulling free from each other like taffy.

HE-MAN keeping an eye on the goop minions as they separate.

100. Teela
So, you're saying...

HE-MAN nods, interrupts - as MAA hurriedly climbs into his Sled.

101. HE-man
We bake 'em, then we break 'em.

EXT. NEARBY FIELD - soon

HE-MAN & TEELA race into the misty field, glancing back over their shoulders.

GOOPY MINIONS suddenly emerge from the mist, in pursuit.

HE-MAN - calls upwards.

102. HE-MAN
Now!

UP ANGLE - MAA swoops down on his vehicle laying down INTENSE FLAMES from his wrist cannon.

ON GROUND - THE FLAMES form a wall of fire between He-Man & Teela...and the Minions.

HE-MAN and TEELA - stand there at the ready....He-Man's sword raised, TEELA with her Staff raised.

OTS - OUR HEROS - MINIONS burst out thru the wall of fire -- real dramatic -- like Terminator walking thru flames. They have slightly baked appearance -- like fired clay.

QUICK: HE-MAN punches one with his shield --it SHATTERS to bits! TEELA whirls -- WHOMPS another with her Staff: it shatters.

3rd MINION looks at the shards of the other 2, gets "puzzled look". HE-MAN - comes at it and SMASH! -- whomps it to bits.

MAA lands beside He-Man and Teela -- sees the shards and nods, satisfied. They all nod. Then MAA looks at Teela.

103. Man at arms
Are...you doing something different
with your hair, Teela?

TEELA and HE-MAN share a smile.

EXT. VILLAGE - soon

Villagers crowd around TEELA, grateful for the "save" --HE-MAN stands off to the side.

104. Villagers
<grateful WALLAS>

THE SHAMAN approaches her. HE-MAN is watching.

105. Shaman
Once again you have saved us.

He hands her the weathered wooden staff. Teela takes it. She smiles at him -- but is still puzzled by all this...she looks over & shrugs at HE-MAN, who's been observing.

106. Teela
They...think I'm someone else.

HE-MAN nods. How much he knows, he doesn't let on.

EXT. WALL OF REMEMBRANCE - same time

MAA is looking over the carvings -- he notes something. He looks up and looks off into the distance. He hears a voice.

107. Sorceress (VO)
You...have questions.

108. Man at arms

You never told me what became of
your husband - the wounded soldier.

INTERCUTTING - **INT. CRYSTAL CHAMBER** - SORCERESS - gazing at
the CRYSTAL ORB.

109. SORCERESS
A villager saw him depart one
morning before the sun.

CLOSE ON SORCERESS - wrapped up in her thoughts.

110. SORCERESS
Perhaps his memory suddenly returned
and he rejoined his comrades in
battle.

BACK ON MAA - the SORCERESS'S IMAGE appears, so it's like
they're conversing face to face. He searches her face. Does
he suspect there's something she's withholding.

111. Sorceress
Many weeks passed. I waited, hoping
for his return...

INT. CRYSTAL CHAMBER - UP ANGLE FROM ORB - Sorceress gazing
down at it. PUSH IN ON HER, as we.....DISSOLVE TO:

Ext. VILLAGE (FLASHBACK)

FLASHBACK - SORCERESS is at the edge of the village in
civilian clothes. She looks back forlorn at the village.

112. Sorceress (V.O.)
But then I could wait no more.

She TRANSFORMS TO THE SORCERESS in full gear...then
TRANSFORMS to ZOAR....and flies away.

113. Sorceress
I could feel the forces of evil
gathering, gaining in power...Elders
beckoning me to return here to
Grayskull.

INT. GRAYSKULL (Flashback) - soon

ZOAR flies into the castle...lands & TRANSFORMS to SORCERESS.

CLOSER - THE SORCERESS pauses and puts a hand to her stomach.

114. Sorceress (VO)
But the soldier...he had left me a
gift...

INT. GRAYSKULL CORRIDOR (FLASHBACK) - later

We HEAR a BABY'S CRY echo thru the halls of the vast castle.

EXT. WALL OF REMEMBRANCE - BACK TO PRESENT

MAA looks at Sorceress's image. We HEAR a BABY'S CRY --
fading out.

115. Man at arms
(gently) A child.

SORCERESS nods.

116. SORCERESS
(with emotion) Yes. Your child,
Teela.

CLOSE ON MAA - he nods, then gets a curious look.

117. MAN AT ARMS
(clarifying) My *adopted* child.

MAA gets no answer. Looks up & the SORCERESS'S IMAGE is gone.

CLOSE ON MAA - looking puzzled. Questions filling his mind,
as we...

FADE OUT.

The end

MORAL TAG **(REVISED 1/6/03)**

FADE IN:

MAA walks along the garden of the palace, coming towards us..

MAN AT ARMS
Everything that happens in your life
gets stored in your mind and becomes
part of your memory.

SIDE ANGLE - MAA walks past a YOUNG GIRL reading a book.

Man at Arms
Things you read in books...people
you meet...

MAA comes to a stop, helps an ELDERLY GUY ease down onto a bench.

MaN AT ArMS

The things you do today will be what
you remember tomorrow. And what
others will remember about you.

MAN AT ARMS smiles at camera.

MAN AT ARMS

So always try to do your best, be
kind and helpful, and you'll have
wonderful memories to look back on.

He starts to walk away, then "remembers".

MAN AT ARMS

Oh. (with a chuckle) I almost
forgot. Until next time!